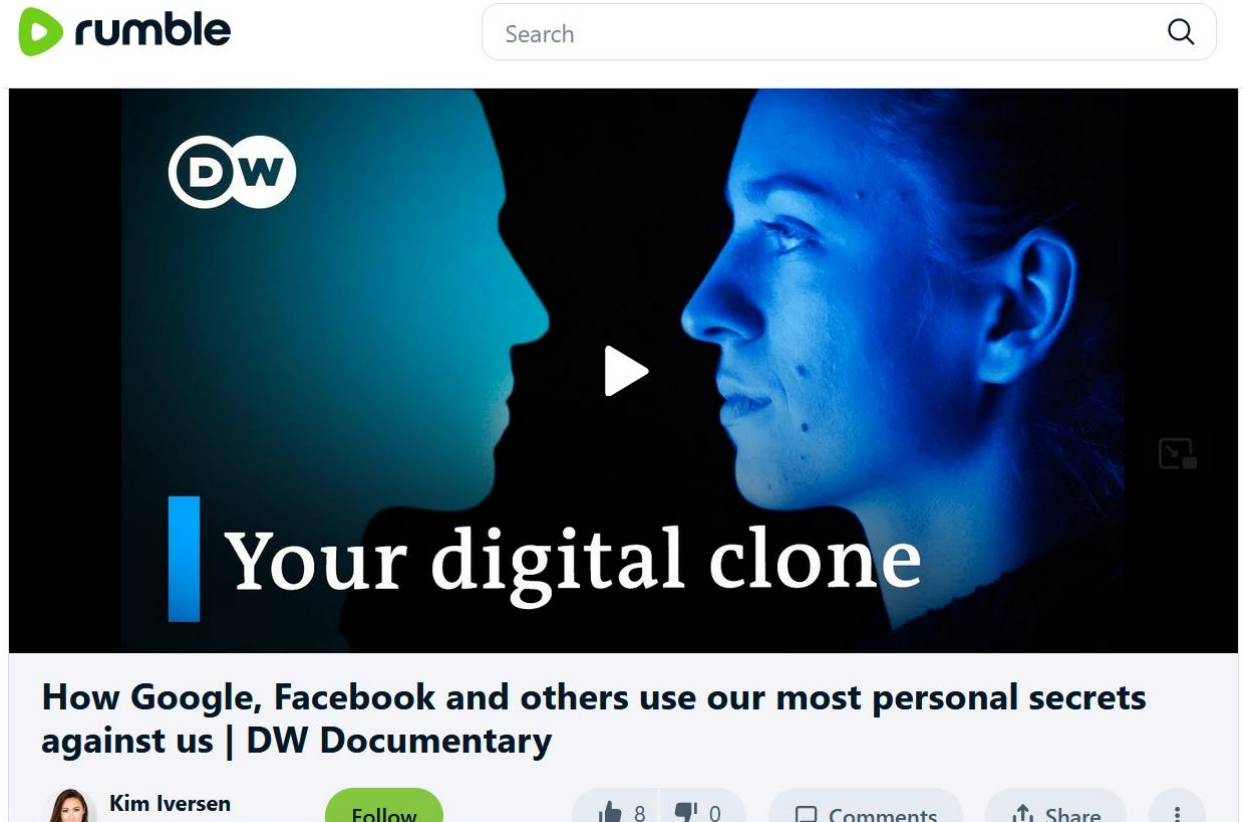


Exhibit A: Mining Plan Conflicts of Interest

Plan Creator	Role	Conflicting Appointment/Proposals	Conflict	FTX Connection
UCC	represent Celsius unsecured creditors	1. NewCo Board member Thomas DiFiore 2. NewCo Board member Scott Duffy 3. Litigation Oversight Committee member Mark Robinson	-promised NewCo Common Stock totalling 1.5% of the total shares as part of the Employee and NewCo Board Equity Compensation (Section 102 of the plan) -offer "directly links UCC members' personal financial gain to the outcome of the reorganization, raises serious questions about impartiality of their decisions and actions within the committee" -3-year NewCo board terms	
M3 Advisory Partners, LP	UCC Financial Advisor	1. Litigation Administrator Mohsin Y. Meghi 2. Financial Advisor to Litigation Oversight Committee	-M3 employee -M3 services, including hourly fees and incentive compensation	
Elementus	UCC Blockchain Forensics Advisor	1. Expert Witness for CEL Token price Max Galka	-funded by Alameda Research, sister company to FTX, which was shorting CEL token to lower its valuation to 0 -links to Jason Stone, being sued for stealing millions of \$ worth of crypto and NFTs from Celsius -Cherokee Acquisitions Founder and CEO, Vladimir Jelisevic, on Elementus Board of Directors -Cherokee aggressively buying Celsius claims on the cheap, potentially profiting from Galka's low valuation of CEL -links to ParaFi Capital, which is linked to Badger Dao, which lost Celsius ~\$51 million in crypto in an alleged hack targeting Celsius via phishing	-FTX beneficiary
Perella Weinberg Partners	UCC Investment Banker	1. NewCo Board member Emmanuel Aidoo (2. NewCo Board member Elizabeth LaPuma 3. NewCo Investment banker	-Perella Weinberg employee -history of outstanding tax judgments/liens (5 counts) from 2015 to 2021 of \$25,379.71, \$47,267.89, \$64,434.12, \$15,113.68, and \$9,706.45 -2-year NewCo board term -Ex-employee of Perella Weinberg) -Perella Weinberg services	-Emmanuel Aidoo = FTX Executive Director -FTX Investment Banker
White & Case	UCC Legal Counsel	1. Litigation Oversight Committee member Gerard Uzzi 2. Pushed Novawulf bid backed by Novawulf and Figure Technologies -Presented Novawulf as the selected sponsoring company under false pretences that no better bid had been put forward -\$15-18 million dollar break-up fee given for "bid protection" 3. Proposed Third Party Refinancing Option for Retail Borrowers Figure Technologies, Inc., and Figure Lending, LLC	-Ex-White & Case Partner -White & Case Client -White & Case Clients -White & Case Clients	-FTX Legal Counsel to Joint Provisional Liquidators, and Joint Provisional Lenders -identified as hiding information implicating FTX's enabling of the naked shorting of CEL token, and Chris Ferraro and other employees' role in delivering the critical data (unauthorized) to FTX
Kirkland & Ellis	Celsius Legal Counsel	1. 25-cent CEL token valuation 2. Retainment of FLARE tokens as the property of Debtors, rather than distributing in-kind to those promised tokens that Judge Glenn authorized distribution to, offering the explanation that "it was not required to"	-failure to disclose to creditors that valuing CEL token at 25 cents destroys creditors' ability to win \$2 billion from Celsius's case against FTX (where CEL token was valued at \$2.88), as this could result in those involved in the FTX case using the \$0.25 CEL valuation to revalue the FTX claim downward, resulting in a substantial loss of return for creditors -retaining remaining \$ value of FLARE tokens for Debtor makes more funds available to pay lawyers	-General Counsel to FTX Ryne Miller was a former partner of Kirkland & Ellis -identified as hiding information implicating FTX's enabling of the naked shorting of CEL token, and Chris Ferraro and other employees' role in delivering the critical data (unauthorized) to FTX
Alvarez & Marsal	Celsius Financial Advisor	1. NewCo Board member Elizabeth LaPuma	-former Managing Director of Alvarez & Marsal	-FTX Financial Advisor
Simon Dixon	Plan Consultant	1. NewCo Board Observer 2. Proposed idea of NewCo 3. Proposed USBTC and Asher Genoot as mining company partner in BNK to the Future's submitted bid 4. Proposed Stalking Horse bid that prolonged Celsius's period in bankruptcy by months and resulted in a bid selected with his proposed mining partner and proposed bid structure	-CEO of BNK to the Future -headed BNK to the Future BTC projects and partnered with Max Keiser on BTC ventures based in El Salvador, include BTC mining company -contacted Asher as partner for bid and had discussions with him about Latin America as a site for Celsius mining rigs -links with and promoted by the three individuals associated with creating FUD regarding Celsius (Max Keiser, Corey Klippenstein, and Mike Adler), who are regarded as playing a large role in causing the Celsius bank run resulting in the pause leading up to bankruptcy (who are also all linked to El Salvador BTC projects)	
Chris Ferraro	Replacement Celsius CEO	1. Plan Administrator 2. Overseer and large beneficiary of Employee Program/Key Employee Retention Plan	-former JPMorgan Chase & Co employee (Tradfi competitor to Celsius) -not interviewed to assess qualifications for role	-identified in FOIA Confidential Treatment Requested by Celsius Highly Confidential document as one of the Celsius staff who gave FTX critical data on Celsius's active positions to force the company into a liquidity crisis

Exhibit B: Video Statement by Ex-lawyer



From “How Google, Facebook and others use our most personal secrets against us” DW Documentary

<https://rumble.com/v3oqy88-how-google-facebook-and-others-use-our-most-personal-secrets-against-us-dw-.html>

“I studied law in California. We were taught to view law through the lens of risk analysis -- not to ask is this legal or illegal, but rather, how likely is it that someone will sue you -- that you'll pay a fine, and how likely is it that you'll get away with it? So you think, "I'm aware this violates the law, but I potentially earned \$10 million. The fine is a 100,000 Euros, and the probability of actually paying the fine is 1 in a 10 So, financially speaking, it pays off to break the law. That's an approach that "New Silicon Valley" already has in its DNA.”

22:55 - 23:34

Exhibit C: Undisclosed background of selected NewCo board member Emmanuel Aidoo hiding his employment with Celsius competitor FTX

-Presented as Executive Director at Perella Weinberg Partners



EMMANUEL AIDOO

Emmanuel Aidoo is a recognized leader in digital assets advisory, private capital, and restructuring banking. With a strong track record in navigating complex financial landscapes, he specializes in digital assets, blockchain technology, and innovative investment solutions. At Perella Weinberg Partners, Emmanuel leads the digital assets advisory division, driving growth and positioning the firm as a market leader in blockchain and cryptocurrencies. Previously at Credit Suisse AG for over two decades, he played key roles, including Head of Digital Assets Markets, where he advanced the firm's blockchain strategy. Emmanuel's achievements include pioneering proof-of-concepts, strategic investments in blockchain projects, and thought leadership in the global blockchain community. Aidoo has been recognized by Forbes on their Blockchain 50 list (2020), Business Insider's list of Top 10 Transforming Finance (2019) and American Banker (2018). He has served as a member of the World Economic Forum (WEF) Digital Asset Steering Committee and as the Chair of SIFMA's Blockchain Roundtable.

Emmanuel studied Computer Science at Brunel University in Uxbridge, England.

100. One of the candidates that the Committee interviewed, and ultimately selected to serve on the New Board, is Emmanuel Aidoo. UCC Ex. 230 ¶ 11.

101. At the time of his interview, Mr. Aidoo served as Executive Director at PWP, the investment banker to the Committee in these Chapter 11 Cases. Mr. Aidoo has been advising the Committee with respect to these cases. Prior to being nominated for consideration, Mr. Aidoo disclosed that he would be stepping down in short order from his Executive Director position at PWP to serve in a senior advisory capacity as an independent contractor. UCC Ex. 230 ¶ 11.

102. At the outset of his candidacy, and prior to his interview, Mr. Aidoo disclosed to the Committee's advisors certain tax arrearages, which included liens filed against him. UCC Ex. 230 ¶ 12. As part of the board selection process, Mr. Aidoo provided a letter from his accountant explaining this situation to the Committee and informing the Committee that Mr.

Aidoo had entered into an installment plan with the IRS and was current on all obligations under such installment plan. UCC Ex. 230 ¶ 12.

103. The Committee asked questions regarding Mr. Aidoo's tax liens as part of its discussions in connection with Mr. Aidoo's candidacy. UCC Ex. 230 ¶ 12. Having considered these facts, the Committee concluded that the tax lien did not preclude Mr. Aidoo from serving as a director of the New Board or outweigh the other strengths of his candidacy. UCC Ex. 230 ¶ 12. These strengths include his deep institutional knowledge of the cryptocurrency industry and financial expertise, and his great credibility and familiarity among executives within the industry. UCC Ex. 230 ¶ 17. Further, Mr. Aidoo's interview demonstrated to the Committee a mindset to fiercely advocate to protect the creditors of Celsius who will become NewCo shareholders. UCC Ex. 230 ¶ 17. The Committee therefore determined that Mr. Aidoo was qualified for his role on the New Board. UCC Ex. 230 ¶ 17.

-Undisclosed role as Executive Director of competing company FTX

FTX

Emmanuel Aidoo (Executive Director)

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Emmanuel Aidoo (Executive Director) - Case Hours Summary (Jul-23)

Categories	Hours
Correspondence with Debtor Advisors and Principals	7.5
Correspondence with Creditors, UCC, and Advisors	-
Correspondence with Third-Parties	11.0
Due Diligence and Restructuring Strategy	5.0
Sale Process Matters	27.5
Financing Matters	-
Court Hearings	-
Other Administrative Processes and Analysis	12.0
Total	63.0

FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
FTX TRADING LTD., <i>et al.</i> , ¹	Case No. 22-11068 (JTD)
Debtors.	(Jointly Administered)
	Obj. Deadline: October 4, 2023 at 4:00 p.m. ET

**NINTH MONTHLY FEE STATEMENT OF PERELLA WEINBERG PARTNERS LP AS
INVESTMENT BANKER TO THE DEBTORS AND DEBTORS-IN-POSSESSION FOR
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
FROM JULY 1, 2023 THROUGH AND INCLUDING JULY 31, 2023**

Name of Applicant	<i>Perella Weinberg Partners LP</i>
Authorized to Provide Professional Services to:	Debtors and Debtors-in-Possession
Date of Retention:	<i>nunc pro tunc</i> to November 16, 2022
Period for which compensation and reimbursement is sought:	July 1, 2023 through July 31, 2023
Amount of Compensation sought as actual, reasonable and necessary:	\$450,000 (Monthly Fee)
80% of Compensation sought as actual, reasonable and necessary:	n/a
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$243,243.30

Case 22-11068-JTD

Doc 2515-2 Filed 12/20/23 Entered 12/21/23 10:44:57

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8.5K

Message

SUMMARY OF BILLING BY PROFESSIONAL JULY 1, 2023 THROUGH AND INCLUDING JULY 31, 2023

Timekeeper Name	Position	Total Hours Billed
Bruce Mendelsohn	Partner	72.5
Kevin Cofsky	Partner	70
Michael Grace	Partner	23
Max Mesny	Partner	8
Timm Schipporeit	Partner	7
Partner Total		180.5
Laura Klaassen	Managing Director	10
Ema Betts	Managing Director	9
Managing Director Total		19
Matt Rahmani	Executive Director	89.5
Emmanuel Aidoo	Executive Director	63
Nathaniel Nussbaum	Executive Director	65
Executive Director Total		217.5
Geoff Posess	Director	48
Wasif Syed	Director	50
Director Total		98

Case 22-11068-JTD Doc 2515-2 Filed 09/14/23 Page 2 of 71

FTX
Hours Summary (Jul-23)
September 12, 2023

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Strictly Private & Confidential

	Correspondence with Debtor Advisors and Principals	Correspondence with Creditors, UCC and Advisors	Correspondence with Third Parties	Due Diligence and Restructuring Strategy	Sale Process Matters	Financing Matters	Court Hearings	Other Administrative Processes and Analysis	Total
Restructuring									
Bruce Mendelsohn (Partner)	8.0	9.0	-	55.5	-	-	-	-	72.5
Kevin Cofsky (Partner)	3.5	9.0	11.0	46.5	-	-	-	-	70.0
Matt Rahmani (Executive Director)	13.5	9.0	17.0	20.0	30.0	-	-	-	89.5
Kendyl Flinn (Associate)	13.5	4.0	8.5	26.5	36.0	-	-	12.0	100.5
Bruce Baker (Associate)	13.5	4.0	17.0	24.5	36.0	-	-	12.0	107.0
Sam Saferstein (Analyst)	13.5	4.0	17.0	23.0	34.0	-	-	12.0	103.5
Nikhil Velvela (Analyst)	13.5	3.0	15.5	23.0	36.0	-	-	12.0	103.0
Restructuring Sub-Total	79.0	42.0	86.0	219.0	172.0	-	-	48.0	646.0
FinTech and Digital Assets									
Michael Grace (Partner)	3.5	-	11.0	8.5	-	-	-	-	23.0
Max Mesny (Partner)	4.0	4.0	-	-	-	-	-	-	8.0
Timm Schipporeit (Partner)	4.0	3.0	-	-	-	-	-	-	7.0
Laura Klaassen (Managing Director)	6.0	4.0	-	-	-	-	-	-	10.0
Ema Betts (Managing Director)	6.0	3.0	-	-	-	-	-	-	9.0
Emmanuel Aidoo (Executive Director)	7.5	-	11.0	5.0	27.5	-	-	12.0	63.0
Nathaniel Nussbaum (Executive Director)	10.0	-	10.5	14.5	30.0	-	-	-	65.0
Geoff Posess (Director)	8.5	-	1.0	8.5	30.0	-	-	-	48.0
Wasif Syed (Director)	8.0	19.5	6.0	10.5	6.0	-	-	-	50.0
Alexander Kalashnikov (Associate)	4.0	4.0	-	8.0	-	-	-	12.0	28.0
Eduardo Ascoli (Associate)	2.0	-	-	5.0	-	-	-	12.0	19.0
Jenny Zhu (Analyst)	2.0	-	2.0	3.0	3.0	-	-	3.0	13.0
Rohan Mekala (Analyst)	4.0	-	2.0	8.0	-	-	-	1.5	15.5
Alina Negulescu (Analyst)	6.0	4.0	6.0	8.5	6.0	-	-	18.5	49.0
FinTech & Digital Assets Sub-Total	75.5	41.5	49.5	79.5	102.5	-	-	59.0	407.5
Team Grand Total	154.5	83.5	135.5	298.5	274.5	-	-	107.0	1,053.5

PRIOR MONTHLY FEE STATEMENTS FILED



Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
2/17/2023	Nov. 16 - Nov. 30, 2022	\$225,000	\$7,680.97	\$225,000	\$7,680.97
2/17/2023	Dec. 1 - Dec. 31, 2023	\$450,000	\$22,964.89	\$450,000	\$22,964.89
03/06/2023	Jan. 1 - Jan. 31, 2023	\$450,000	\$56,774.88	\$450,000	\$56,774.88
04/04/2023	Feb. 1 - Feb. 28, 2023	\$450,000	\$77,891.54	Pending	Pending
05/04/2023	Mar. 1 - Mar. 31, 2023	\$2,825,000	\$28,096.34	Pending	Pending
06/05/2023	Apr. 1 - Apr. 30, 2023	\$2,856,250	\$11,856.27	Pending	Pending
09/12/2023	May 1 - May 31, 2023	\$2,133,616.26	\$35,765.02	Pending	Pending
09/14/2023	June 1 - June 30, 2023	\$2,848,330.45	\$11,424.11	Pending	Pending


**SUMMARY OF BILLING BY PROFESSIONAL
JULY 1, 2023 THROUGH AND INCLUDING JULY 31, 2023**

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Bruce Mendelsohn	Partner	72.5
Kevin Cofsky	Partner	70
Michael Grace	Partner	23
Max Mesny	Partner	8
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Ema Betts	Managing Director	9
Managing Director Total		19
Matt Rahmani	Executive Director	89.5
Emmanuel Aidoo	Executive Director	63
Nathaniel Nussbaum	Executive Director	65
Executive Director Total		217.5
Geoff Possess	Director	48
Wasif Syed	Director	50
Director Total		98

Failure to show the extent of, and brushing aside of, Emmanuel Aidoo's tax judgments and liens, even though his management of his personal finances should be relevant, as he represents NewCo's financial expertise

https://files.brokercheck.finra.org/individual/individual_7449268.pdf

www.finra.org/brokercheck		User Guidance
		
Disclosure Event Details		
When evaluating this information, please keep in mind that a disclosure event may be pending or involve allegations that are contested and have not been resolved or proven. The matter may, in the end, be withdrawn, dismissed, resolved in favor of the broker, or concluded through a negotiated settlement for certain business reasons (e.g., to maintain customer relationships or to limit the litigation costs associated with disputing the allegations) with no admission or finding of wrongdoing.		
This report provides the information exactly as it was reported to CRD and therefore some of the specific data fields contained in the report may be blank if the information was not provided to CRD.		
Judgment / Lien		
This type of disclosure event involves an unsatisfied and outstanding judgments or liens against the broker.		
Disclosure 1 of 5		
Reporting Source:	Broker	
Judgment/Lien Holder:	Emmanuel Aidoo	
Judgment/Lien Amount:	\$25,379.71	
Judgment/Lien Type:	Tax	
Date Filed with Court:	11/19/2018	
Date Individual Learned:	09/01/2020	
Type of Court:	County Court	
Name of Court:	Office of the County Clerk, Bergen, Hackensack, NJ	
Location of Court:	Bergen County, Hackensack, NJ	
Docket/Case #:	18081866	
Judgment/Lien Outstanding?	Yes	
Broker Statement	Mr. Aidoo has a payment arrangement in place with the IRS to repay all tax, penalties, and interest.	
Disclosure 2 of 5		
Reporting Source:	Broker	
Judgment/Lien Holder:	Emmanuel Aidoo	
Judgment/Lien Amount:	\$47,267.89	
Judgment/Lien Type:	Tax	
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Date Filed with Court:	09/01/2015	
Date Individual Learned:	09/01/2020	
Type of Court:	County Court	
Name of Court:	Office of the County Clerk, Bergen, Hackensack, NJ	
Location of Court:	Bergen County, Hackensack, NJ	
Docket/Case #:	BK2039PG887	
Judgment/Lien Outstanding?	Yes	
Broker Statement	Mr. Aidoo has a payment arrangement in place with the IRS to repay all tax, penalties, and interest.	
Disclosure 3 of 5		
Reporting Source:	Broker	
Judgment/Lien Holder:	Emmanuel Aidoo	
Judgment/Lien Amount:	\$64,434.12	
Judgment/Lien Type:	Tax	
Date Filed with Court:	10/22/2018	
Date Individual Learned:	09/01/2020	
Type of Court:	County Court	
Name of Court:	Office of the County Clerk, Bergen, Hackensack, NJ	
Location of Court:	Bergen County, Hackensack, NJ	
Docket/Case #:	18075075	
Judgment/Lien Outstanding?	Yes	
Broker Statement	Mr. Aidoo has a payment arrangement in place with the IRS to repay all tax, penalties, and interest.	
Disclosure 4 of 5		
Reporting Source:	Broker	
Judgment/Lien Holder:	Emmanuel Aidoo	
Judgment/Lien Amount:	\$15,113.68	
Judgment/Lien Type:	Tax	
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www.finra.org/brokercheck User Guidance


Date Filed with Court:	01/06/2021
Date Individual Learned:	02/14/2022
Type of Court:	County Court
Name of Court:	Office of the County Clerk, Bergen, Hackensack, NJ
Location of Court:	Bergen County, Hackensack, NJ
Docket/Case #:	BK3899PG581
Judgment/Lien Outstanding?	Yes
Broker Statement	Mr. Aidoo has a payment arrangement in place with the IRS to repay all tax, penalties, and interest.

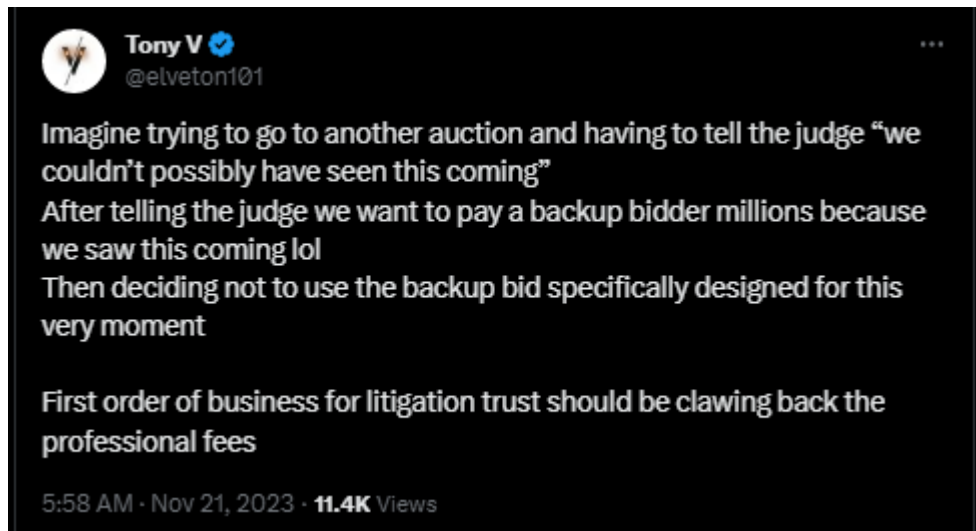
Disclosure 5 of 5

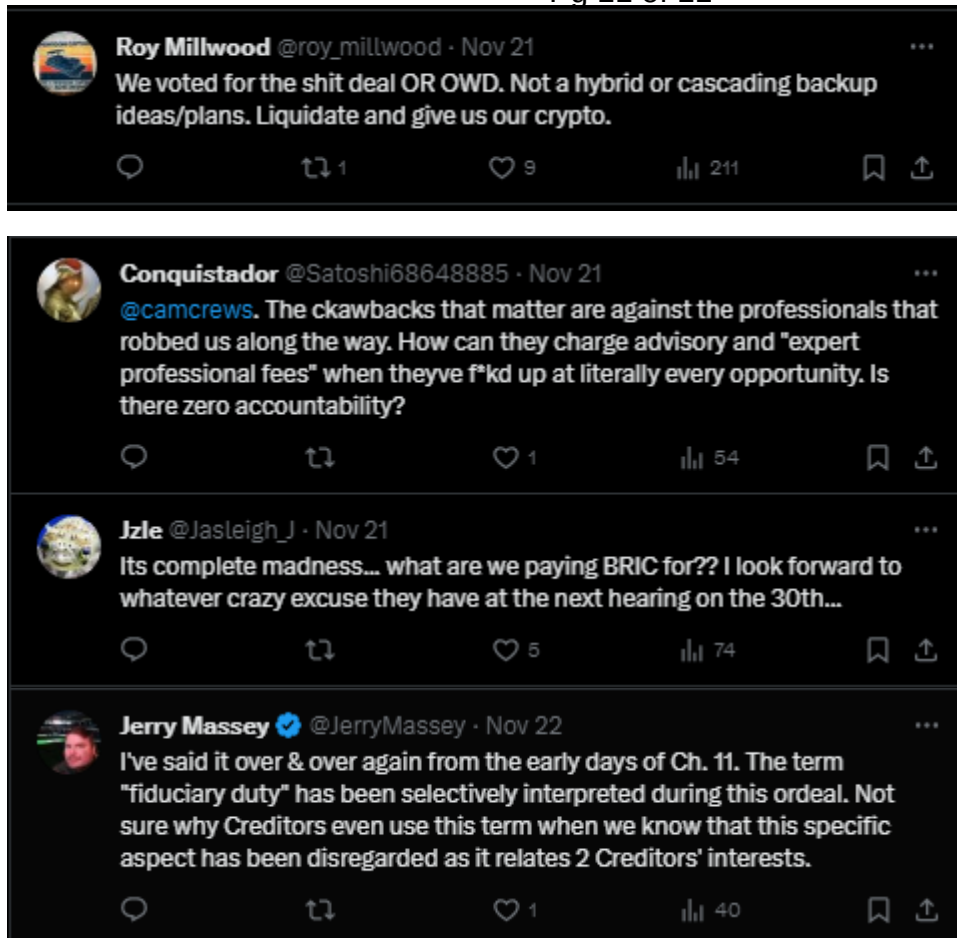
Reporting Source:	Broker
Judgment/Lien Holder:	Emmanuel Aidoo
Judgment/Lien Amount:	\$9,706.45
Judgment/Lien Type:	Tax
Date Filed with Court:	12/17/2018
Date Individual Learned:	09/01/2020
Type of Court:	County Court
Name of Court:	Office of the County Clerk, Bergen, Hackensack, NJ
Location of Court:	Bergen County, Hackensack, NJ
Docket/Case #:	18088174
Judgment/Lien Outstanding?	Yes
Broker Statement	Mr. Aidoo has a payment arrangement in place with the IRS to repay all tax, penalties, and interest.

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https://files.brokercheck.finra.org/individual/individual_7449268.pdf

**Exhibit D: Creditor Calls for Clawbacks on Lawyers and other Professionals, citing lack of adherence to
Fiduciary Duty**





<https://twitter.com/elveton101/status/1726963338272206958>